

WC 07-232

RECEIPT

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of
Rural Communications Holding Corporation
Shell Rock Telephone Company
Assignors

Shell Rock Communications, Inc.
Assignee

For Assignment of the Assets of Shell Rock Telephone Company
Which Provides Interstate Exchange Access Services in Iowa
Pursuant to Domestic Blanket Authorization Under Section 214
of the Communications Act

FCC/MELON

OCT 09 2007

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR CONSENT TO ASSIGNMENT OF
DOMESTIC BLANKET SECTION 214 AUTHORIZATIONS**

Rural Communications Holding Corporation ("RCHC"; FRN: 0016920506) and its wholly-owned subsidiary Shell Rock Telephone Company ("SRTC"; FRN: 0004326880) (collectively, "Assignors") and Shell Rock Communications, Inc. ("SRCP" or "Assignee"; FRN: 0016987844) hereby request Commission authorization for the assignment of the local exchange service assets of SRTC (including customer accounts, plant, real property, and blanket domestic Section 214 authorization) to SRCP.

SRTC, an Iowa corporation, is a incumbent local exchange carrier ("ILEC") which operates a single Iowa exchange and study area -- the Shell Rock exchange (approximately 962 access lines), which serves the city of Shell Rock (2000 population: 1,298) in Butler County in northeast Iowa. SRTC presently provides local exchange telephone and exchange access services within that single exchange, including voice

mail, call waiting, call forwarding, three-way calling, speed dialing, caller ID, call blocking and other enhanced call features.

SRCI is a newly-formed Iowa corporation which is a wholly-owned subsidiary of Butler-Bremer Mutual Telephone Company d/b/a Butler-Bremer Communications ("BBC"). BBC, also an Iowa corporation, is an ILEC that presently provides local exchange, exchange access and long distance toll services in four northeastern Iowa exchanges that serve approximately 2,710 total access lines within a single Iowa study area. These exchanges are the: (1) Plainfield (Bremer, Butler and Chickasaw Counties); (2) Frederika (Bremer County); (3) Tripoli (Bremer County); and (4) Clarksville (Butler County) exchanges.

The proposed transaction will be accomplished by the sale of SRTC's local exchange service business and assets to SRCI. These assets include SRTC's customer accounts, local exchange plant, real property, and federal and state authorizations (including blanket Section 214 authorization from the Commission). At the conclusion of the transaction, SRCI will own the assets used to provide local exchange and exchange access service within the Shell Rock exchange, and will operate the Shell Rock exchange and Iowa study area as the ILEC assign and successor of SRTC.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Assignors:

Rural Communications Holding Corporation
123 West 7th Street
Blue Earth, Minnesota 56013
Telephone: (507) 526-3252
Facsimile: (507) 526-4597

Shell Rock Telephone Company
123 West 7th Street
Blue Earth, Minnesota 56013
Telephone: (507) 526-3252
Facsimile: (507) 526-4597

Assignee:

Shell Rock Communications, Inc.
715 Main Street (P. O. Box 99)
Plainfield, Iowa 50666-0099
Telephone: (319) 276-4458
Facsimile: (319) 276-7530

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

RCHC is a corporation organized under the laws of the State of Minnesota.

SRTC is a corporation organized under the laws of the State of Iowa.

SRCI is a corporation organized under the laws of the State of Iowa.

BBC is a corporation organized under the laws of the State of Iowa.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

For Assignors:

William V. Eckles, President
Rural Communications Holding Corporation
123 West 7th Street
Blue Earth, Minnesota 56013
Telephone: (507) 526-3252
Facsimile: (507) 526-4597

With a copy to Counsel:

Gerard J. Duffy

Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP

2120 L Street, N.W. (Suite 300)

Washington, D.C. 20037

Telephone: (202) 659-0830

Facsimile: (202) 828-5568

For Assignee:

Richard L. McBurney, General Manager

Shell Rock Communications, Inc.

715 Main Street (P.O. Box 99)

Plainfield, Iowa 50666-0099

Telephone: (319) 276-4458

Facsimile: (319) 276-7530

With a copy to Counsel:

Benjamin H. Dickens, Jr.

Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP

2120 L Street, N.W. (Suite 300)

Washington, D.C. 20037

Telephone: (202) 659-0830

Facsimile: (202) 828-5568

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Shell Rock Telephone Company –

Both Prior and Subsequent to Proposed Transaction:

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the equity of Shell Rock Telephone Company both prior to and subsequent to the proposed transaction is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Rural Communications Holding Corporation 123 West 7 th Street Blue Earth, MN 56013	100.00%	MN Corp.	Telecommunications

**Shell Rock Telephone Company –
Both Prior and Subsequent to Proposed Transaction (cont'd):**

In turn, the name, address, citizenship and principal business of the only entity that owns at least ten (10) percent of the equity of Rural Communications Holding Corporation both before and after the proposed transaction is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Blue Earth Valley Communications, Inc. 123 West 7 th Street Blue Earth, MN 56013	100.00%	MN Corp.	Telecommunications

In turn, the names, addresses, citizenship and principal businesses of the entities that own at least ten (10) percent of the equity of Blue Earth Valley Communications, Inc. ("BEVCI") both before and after the proposed transaction are:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Neil and Sue Eckles 123 West 7 th Street Blue Earth, MN 56013	22.41%	U.S.A.	Telecommunications
Gail Eckles 123 West 7 th Street Blue Earth, MN 56013	24.66%	U.S.A.	Telecommunications
William V. Eckles 123 West 7 th Street Blue Earth, MN 56013	19.84%	U.S.A.	Telecommunications
Eckles Dynasty Trust #1 123 West 7 th Street Blue Earth, MN 56013	16.55%	MN Trust	Investments

The trustee of the Eckles Dynasty Trust #1 is William V. Eckles, and the beneficiaries are William V. Eckles and his issue. The trustee and beneficiaries are all United States citizens.

Eckles Dynasty Trust #2 123 West 7 th Street Blue Earth, MN 56013	16.55%	MN Trust	Investments
--	--------	-------------	-------------

**Shell Rock Telephone Company –
Both Prior and Subsequent to Proposed Transaction (cont'd):**

The trustee of the Eckles Dynasty Trust #2 is William V. Eckles, and the beneficiaries are William V. Eckles and his issue. The trustee and beneficiaries are all United States citizens.

No other individual or entity will directly or indirectly own ten (10) percent or more of the equity of SRTC or RCHC before or after the proposed transaction.

**Shell Rock Communications, Inc. -
Both Prior and Subsequent to Proposed Transaction:**

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the equity of Shell Rock Communications, Inc. both prior to and subsequent to the proposed transaction is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Butler-Bremer Mutual Telephone Company 715 Main Street Plainfield, IA 50666	100.00%	IA Corp.	Telecommunications

In turn, Butler-Bremer Mutual Telephone Company's ("BBC's") 503 issued and outstanding shares of common stock (its only class of stock) are owned by 451 individuals and entities. None of these shareholders owns a 10.00 percent or greater equity interest in BBC; rather, the largest shareholder has a 1.19 percent ownership interest in BBC.

No other individual or entity will directly or indirectly own ten (10) percent or more of the equity of SRCI or BBC prior to or after the proposed transaction.

- (5) **Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

RCHC, SRTC, SRCI and BBC hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- (6) **Description of the transaction:**

The proposed transaction entails the sale of SRTC's local exchange service business and assets to SRCI. These assets include SRTC's customer accounts, local exchange

plant, real property, and federal and state authorizations (including blanket Section 214 authorization from the Commission). At the conclusion of the transaction, SRCI will own the assets used to provide local exchange and exchange access service within the Shell Rock, Iowa exchange, and will operate the Shell Rock exchange and Iowa study area as the ILEC assign and successor of SRTC. Given that the transaction is an asset sale rather than a transfer of control, SRTC will remain in existence as an Iowa corporation and wholly-owned subsidiary of RCHC, but will no longer provide local exchange service in the Shell Rock exchange and Iowa study area.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

A map showing the Shell Rock, Iowa local exchange (red) and the existing Iowa local exchange service areas of BBC (dark blue) is attached. Also attached is an ILEC map for the entire state of Iowa, which shows the Shell Rock and BBC exchanges (Clarksville, Plainfield, Tripoli and Frederika) in white in the G-2 sector in northeastern Iowa. The parties note that the Shell Rock exchange is adjacent to the Plainfield and Clarksville exchanges of BBC.

Areas and Services of RCHC and affiliates

In addition to SRTC and its Shell Rock exchange, RCHC owns 100 percent of the following three rural ILECs: (1) Blue Earth Valley Telephone Company, a Minnesota corporation, which serves the Blue Earth, Elmore, Guckeen, Huntley, Wells and Winnebago exchanges in south central Minnesota; (2) Easton Telephone Company, a Minnesota corporation, which serves the Easton exchange in south central Minnesota; and (3) Eckles Telephone Company, a Minnesota corporation, which serves the New Prague exchange in eastern Minnesota. Also, Blue Earth Valley Telephone Company owns 100 percent of Minnesota Lake Telephone Company, a Minnesota corporation, which serves the Minnesota Lake exchange in south central Minnesota. In the aggregate, RCHC's five direct and indirect ILEC subsidiaries provide local exchange telephone service (including interstate exchange access) to approximately 13,500 access lines.

RCHC subsidiaries and affiliates provide resold interstate, intrastate and international toll services; dial-up and high-speed Internet access services; computer networking services; alarm and surveillance services; business telephone systems; and telephone answering services to residents and businesses in and around the ten exchanges. RCHC subsidiaries serve as agents for ALLTEL wireless services in the Blue Earth, Wells, Minnesota Lake and New Prague exchange areas, and are providing digital cable television services in the New Prague and Minnesota Lake exchange areas.

BEVCI and its subsidiaries hold an aggregated 4.2 percent ownership interest in Onvoy, Inc., a Minnesota corporation, which provides telecommunications, data and video services and transport throughout Minnesota.

BEVCI holds a 5.00 percent membership interest in West Central Transport Group, a Minnesota limited liability company that provides high-capacity special access circuits in Minnesota, North Dakota and South Dakota.

BEVCI holds a 50.00 percent membership interest in South Central Transport, LLC, a Minnesota limited liability company that provides telecommunications transport facilities and services in Minnesota.

BEVCI holds a 33.33 percent membership interest in Tri-Central Transport Group a Minnesota limited liability company that provides telecommunications transport facilities and services in Minnesota and other portions of the upper Midwest.

BEVCI and its subsidiaries hold an aggregated 11.70 percent ownership interest in Broadband Visions, LLC, a Minnesota limited liability corporation that delivers digital television signals to video program distributors from a headend located in Hutchinson, Minnesota.

BEVCI holds a 33.33 percent ownership interest in Hector Communications Corporation, a holding company which provides telecommunications services through various subsidiaries in rural portions of Minnesota, Wisconsin and North Dakota. Hector owns the following nine ILECs that provide local exchange services to 28 rural exchanges in Minnesota, Wisconsin and North Dakota: (1) Arrowhead Communications Corp. ("Arrowhead"); (2) Eagle Valley Telephone Company ("Eagle Valley"); (3) Felton Telephone Company ("Felton"); (4) Granada Telephone Company ("Granada"); (5) Hager Telecom, Inc. ("Hager"); (6) Indianhead Telephone Company ("Indianhead"); (7) Loretel Systems, Inc. ("Loretel"); (8) Pine Island Telephone Company ("Pine Island"); and (9) Sleepy Eye Telephone Company ("Sleepy Eye"). These ILEC subsidiaries also resell long distance toll services to approximately 15,700 Minnesota, Wisconsin and North Dakota customers. The ILEC subsidiaries and other Hector subsidiaries also provide cable television service, digital television service over broadband facilities, dial-up Internet access, and high-speed Internet access over digital subscriber lines (DSL). Hector itself provides dial-up and high-speed Internet access services to residents and businesses in the communities of Hector and Buffalo Lake in south central Minnesota.

Arrowhead, a Minnesota corporation, is a wholly-owned Hector subsidiary which provides local exchange services and long distance toll services in and around the communities of Bena and Cotton in northeastern Minnesota. Arrowhead also provides dial-up and high-speed Internet access services, and business telephone systems to Bena and Cotton area residents and businesses.

Eagle Valley, a Minnesota corporation, is a wholly-owned Hector subsidiary which provides local exchange services and long distance toll services in and around the community of Clarissa in central Minnesota. Eagle Valley also provides dial-up and high-speed Internet access services, and business telephone systems to Clarissa area residents and businesses.

Granada, a Minnesota corporation, is a wholly-owned Hector subsidiary which provides local exchange services and long distance toll services in and around the community of Granada in southwestern Minnesota. Granada also provides dial-up and high-speed Internet access services, and business telephone systems to Granada area residents and businesses.

Indianhead, a Wisconsin corporation, is a wholly-owned Hector subsidiary which provides local exchange services and long distance toll services in and around the communities of Exeland, Radisson and Weyerhaeuser in northwestern Wisconsin. Indianhead also provides dial-up and high-speed Internet access services to Exeland, Radisson and Weyerhaeuser area residents and businesses.

Pine Island, a Minnesota corporation, is owned by Hector (69.0 percent) and by Hector's wholly owned subsidiary Indianhead (31.0 percent). Pine Island provides local exchange services and long distance toll services in and around the communities of Pine Island and Oronoco in southeastern Minnesota. Pine Island also provides digital video services, dial-up and high-speed Internet access services, and business telephone systems to Pine Island and Oronoco area residents and businesses.

Alliance Telecommunications Corporation ("Alliance"), a Minnesota corporation, is a wholly-owned subsidiary of Hector that serves as an intermediate holding company which in turn owns Felton, Hager, Loretel and Sleepy Eye.

Felton, a Minnesota corporation, is a wholly-owned Alliance subsidiary which provides local exchange services and long distance toll services in and around the communities of Felton, Averill, Hitterdal and Borup in northwestern Minnesota. Felton also provides dial-up and high-speed Internet access services to Felton, Averill, Hitterdal and Borup area residents and businesses.

Hager, a Wisconsin corporation, is a wholly-owned Alliance subsidiary which provides local exchange services and long distance toll services in and around the communities of Hager City and Bay City in southwestern Wisconsin. Hager also provides dial-up and high-speed Internet access services to Hager City and Bay City area residents and businesses.

Loretel, a Minnesota corporation, is a wholly-owned Alliance subsidiary which provides local exchange services and long distance toll services in and around the communities of Ada, Audubon, Cormorant, Frazee, Glyndon, Hendrum/Perley, Lake Park and Pelican Rapids in northwestern Minnesota, including a few cross-border extensions into North Dakota. Loretel provides dial-up and high-speed Internet

access services to Ada, Audubon, Cormorant, Frazee, Glyndon, Hendrum/Perley, Lake Park and Pelican Rapids area residents and businesses. Loretel serves as an agent for Unicell wireless phone packages and for Keypage paging services. Finally, Loretel provides cable television services in Ada, Cormorant, Glyndon, Hendrum, Pelican Rapids, Borup, Felton, Ulen, Hitterdal, Climax, Fisher, Halstad, Shelly, Fertile, Gary, Hawley, Mahnomen, Prairie Lake, Pelican Lake and Lake Ida in northwestern Minnesota.

Sleepy Eye, a Minnesota corporation, is a wholly-owned Alliance subsidiary which provides local exchange services and long distance toll services in and around the communities of Sleepy Eye, Hanska, Goodhue, Bellechester, White Rock and Mazeppa in south central and southeastern Minnesota. Sleepy Eye provides digital video service, dial-up and high-speed Internet access services, and business telephone systems to Sleepy Eye, Hanska, Goodhue, Bellechester, White Rock and Mazeppa area residents and businesses. Finally, Sleepy Eye owns Hastad Engineering Company, a Minnesota corporation, which formerly provided engineering services (the business has been sold to Finley Engineering), and OU Connection, Inc., a Minnesota corporation, which has been authorized by the Minnesota Public Utilities Commission to provide competitive local exchange services but which has not commenced operations.

Mustang Communications Corporation ("Mustang"), a Minnesota corporation, is a wholly-owned subsidiary of Hector that holds an International Section 214 authorization for global resale of switched services (File No. ITC-214-20050713-00253, granted effective August 5, 2005) and that resells international call termination services throughout the Minnesota areas served by Hector's ILEC subsidiaries.

Indianhead Communications Company ("Indianhead Communications"), a Wisconsin corporation, is a wholly-owned subsidiary of Hector that holds an International Section 214 authorization for global resale of switched services (File No. ITC-97-583, granted effective November 14, 1997) and that resells international call termination services throughout the Wisconsin areas served by Hector's ILEC subsidiaries.

Cannon Communications Corporation ("CCC"), a Minnesota corporation, is a wholly-owned subsidiary of Alliance that provides dial-up and high-speed Internet access services in Red Wing, Minnesota, and nearby portions of western Wisconsin.

Loretel holds an 18.09 percent ownership interest in VAL-ED Joint Venture, LLP dba 702 Communications ("702 Communications"), a Minnesota limited liability partnership that provides competitive local exchange services, long distance toll services, Internet access and other data services in and around Morehead, Dilworth and Breckenridge, Minnesota; and Fargo, West Fargo and Wahpeton, North Dakota.

Granada holds a 5.0 percent ownership interest in West Central Transport Group ("WCTG"), which provides high-capacity special access circuits in Minnesota, North Dakota and South Dakota.

Loretel and Arrowhead Communications hold an aggregated 20.00 percent ownership interest in Northern Transport Group, LLC, a Minnesota limited liability corporation that provides high-capacity special access circuits in Minnesota.

Loretel holds a 5.26 percent ownership interest in Northwest Minnesota Special Access, LLC ("NMSA"), a Minnesota limited liability corporation which provides data and video services to schools and libraries in Minnesota.

Alliance holds a 17.00 percent ownership interest in Desktop Media, Inc., a Minnesota corporation that provides competitive local exchange services in southeastern Minnesota using a network employing Ethernet architecture.

Hector's ILEC subsidiaries hold an aggregated 8.49 percent ownership interest in Independent Pinnacle Services, LLC, a Minnesota limited liability corporation that provides directory services to over 150 telephone companies in fifteen states.

Hector and Alliance hold an aggregated 16.38 percent ownership interest in Broadband Visions, LLC, a Minnesota limited liability corporation that delivers digital television signals to video program distributors from a headend located in Hutchinson, Minnesota.

Indianhead and CCC hold an aggregated 6.45 percent ownership interest in Consolidated Management Group, Inc., a Wisconsin corporation that provides high-capacity special access circuits in Wisconsin.

RCHC and its subsidiaries and affiliates have no ownership interests in any other entities that offer domestic telecommunications services.

Areas and Services of SRCI and affiliates

SRCI is a newly-formed subsidiary of BBC that will acquire the assets of the Shell Rock exchange and operate the Shell Rock exchange and Iowa study area as the ILEC assign and successor of SRTC.

BBC presently provides local exchange and exchange access services in the following four northeastern Iowa exchanges (approximately 2,710 total access lines): (1) Plainfield (Bremer, Butler and Chickasaw Counties); (2) Frederika (Bremer County); (3) Tripoli (Bremer County); and (4) Clarksville (Butler County). The BBC local exchanges also provide custom calling and CLASS features, call blocking options, telemarketer call screening, and voice mail services.

BBC's wholly-owned subsidiary B&B Communications Network, Inc., an Iowa corporation, resells interstate, intrastate and international long distance toll services to customers in and around Plainfield, Clarksville, Frederika and Tripoli, Iowa.

BBC's wholly-owned subsidiary B&B Transport Network, Inc., an Iowa corporation, offers dial-up and high-speed digital subscriber line ("DSL") Internet access services and technical support in and around Plainfield, Clarksville, Frederika, Tripoli and Nashua, Iowa; and provides interexchange transport services in northeastern Iowa.

BBC's wholly-owned subsidiary Cedar-Wapsie Communications, Inc., an Iowa corporation, provides wireless Personal Communications Services in Butler, Bremer and Chickasaw counties.

BBC provides cable television services in and around Plainfield, Clarksville, Frederika, Tripoli and Nashua, Iowa.

BBC holds a 5.5556% percent limited partnership interest in Waterloo MSA Limited Partnership, a Delaware limited partnership provides cellular service in the Waterloo-Cedar Falls, Iowa metropolitan service area.

BBC holds a 5.849% percent stock interest in Iowa Network Services, Inc, an Iowa corporation that provides centralized equal access and interexchange transport service in the state of Iowa.

BBC and its subsidiaries and affiliates (including SRCI) have no other ownership interests in any other entities that offer domestic telecommunications services.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

Because the Shell Rock exchange and BBC's Plainfield and Clarksville exchanges are adjacent to each other, the Application does not fit within the presumptive streamlined categories in Section 63.03(b) of the Commission's Rules, and streamlined treatment is not requested.

However, while not claiming streamlined treatment, the parties note that the proposed transaction will not have an adverse impact upon the Commission's competition and antitrust policies. Both before and after completion of the proposed transaction, RCHC, BBC and their affiliated companies will have a market share of less than ten percent (10.0%) of the interstate, interexchange market. RCHC's ILEC affiliates and BBC (and SRCI after it acquires the Shell Rock exchange) are incumbent independent local exchange carriers that have, in combination, far fewer than two percent (2.0%) of the nation's subscriber lines installed in the aggregate nationwide. Finally, SRCI will be acquiring the existing Shell Rock telephone exchange and exchange access assets and services of SRTC, and SRCI and its parent company BBC

have no affiliated telecommunications carrier that presently provides competitive local exchange services or exchange access services within the Shell Rock exchange or the Minnesota service areas of RCHC's ILEC affiliates, while RCHC and its affiliates do not provide competitive local exchange services or exchange access services within the existing Iowa service areas of BBC.

(9) Identification of all other Commission applications related to the same transaction:

The Applicants will file no other Commission applications related to the present transaction.

The Applicants will comply with the streamlined procedures in Section 64.1120(e) of the Commission's Rules for advance notice to Shell Rock local exchange customers, and letter notification and certification to the Commission in CC Docket No. 00-257.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction entails the assignment of the assets of the Shell Rock, Iowa local exchange from RCHC and SRTC to SRCL. RCHC's ILEC subsidiaries (including SRTC) and SRCL's parent company BBC are established rural telecommunications service providers that have long furnished local exchange and exchange access services to similar rural communities in Iowa and Minnesota. RCHC's ILEC subsidiaries and BBC have proven records of investing in their rural networks and communities, and of providing high-quality, state-of-the-art voice, data and video services at affordable rates to their rural service areas. The proposed transaction will ensure that the rural residents of the Shell Rock, Iowa exchange will continue to receive high-quality, state-of-the-art voice, data and video services at affordable rates for the foreseeable future.

Conclusion

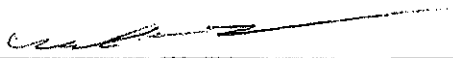
In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the assignment of the domestic blanket Section 214 authorization held by SRTC and its parent company RCHC with respect to the Shell Rock, Iowa exchange to SRCI.

RCHC, SRTC, SRCI and BBC reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**RURAL COMMUNICATIONS
HOLDING CORPORATION**

**SHELL ROCK COMMUNICATIONS,
INC.**

By 

By _____

Printed Name William V. Eckles

Printed Name _____

Title President

Title _____

Date October 5, 2007

Date _____

**SHELL ROCK TELEPHONE
COMPANY**

**BUTLER-BREMER MUTUAL
TELEPHONE COMPANY
d/b/a BUTLER-BREMER
COMMUNICATIONS**

By 

By _____

Printed Name William V. Eckles

Printed Name _____

Title President

Title _____

Date October 5, 2007

Date _____

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the assignment of the domestic blanket Section 214 authorization held by SRTC and its parent company RCHC with respect to the Shell Rock, Iowa exchange to SRCI.

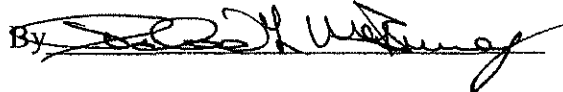
RCHC, SRTC, SRCI and BBC reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**RURAL COMMUNICATIONS
HOLDING CORPORATION**

**SHELL ROCK COMMUNICATIONS,
INC.**

By _____

By 

Printed Name _____

Printed Name Richard L. McBurney

Title _____

Title General Manager

Date _____

Date October 5, 2007

**SHELL ROCK TELEPHONE
COMPANY**

**BUTLER-BREMER MUTUAL
TELEPHONE COMPANY
d/b/a BUTLER-BREMER
COMMUNICATIONS**

By _____

By 

Printed Name _____

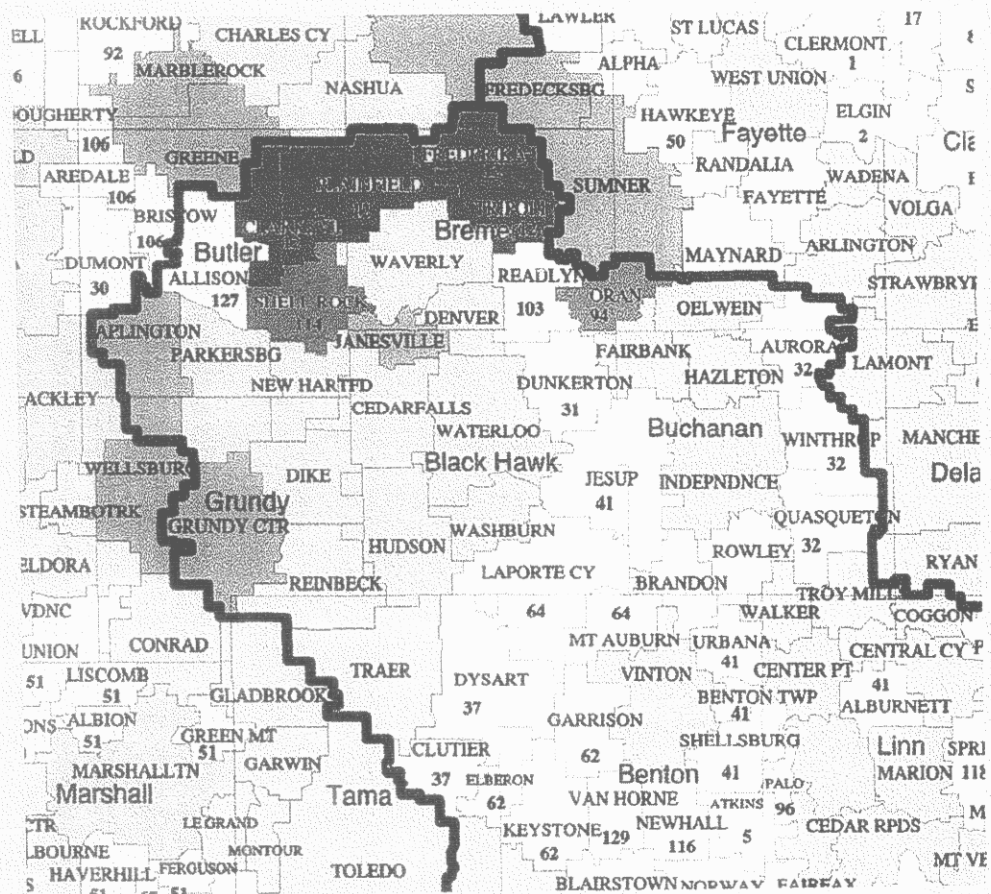
Printed Name Richard L. McBurney

Title _____

Title General Manager

Date _____

Date October 5, 2007

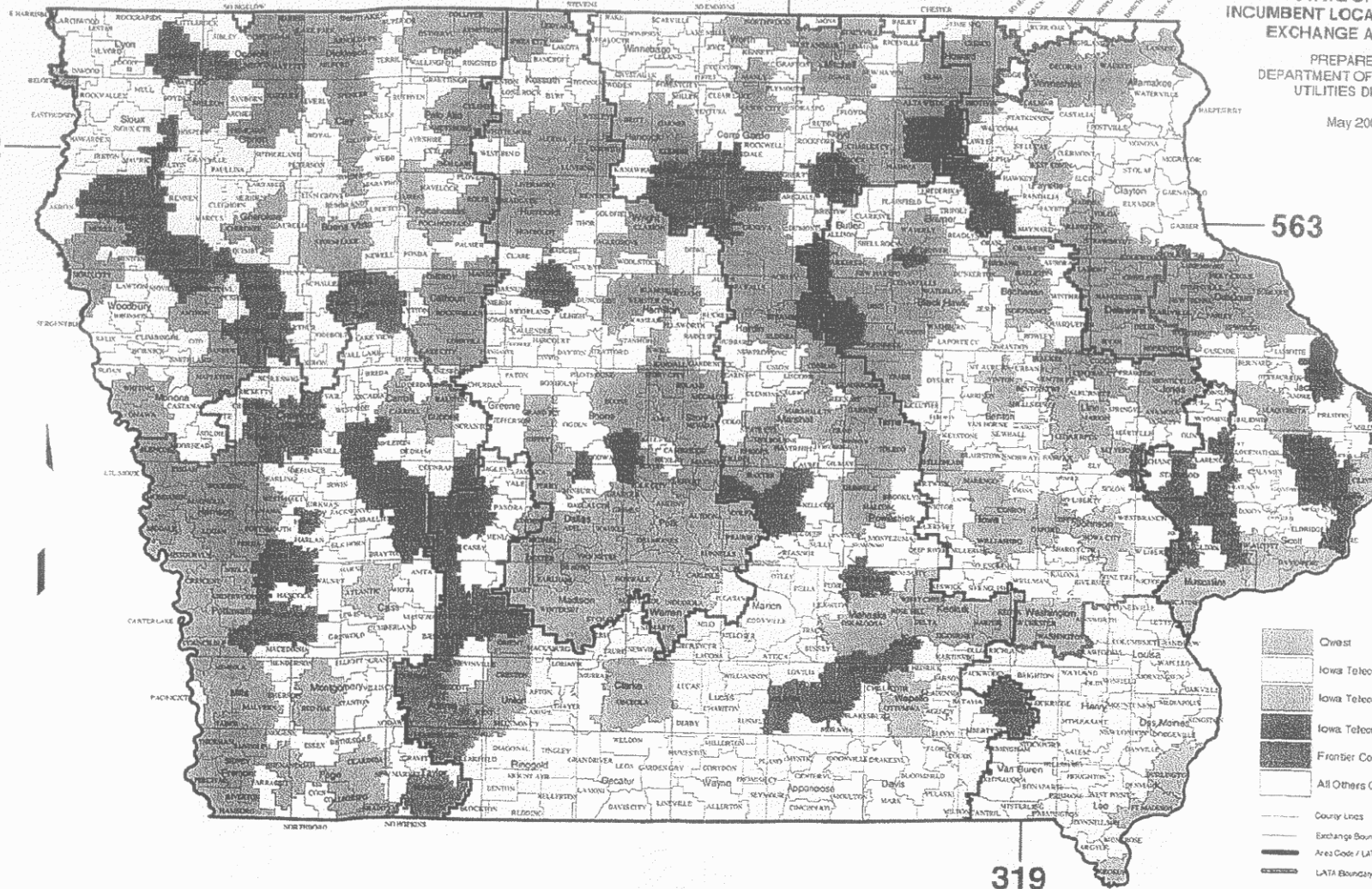


A B C D E F G H I J
515 641

STATE OF IOWA
INCUMBENT LOCAL
EXCHANGE AREA
PREPARED BY
DEPARTMENT OF COMMUNICATIONS
UTILITIES DIVISION
May 2003

563

319



- West
- Iowa Telecom
- Iowa Telecom
- Iowa Telecom
- Frontier Comm
- All Others Com
- County Lines
- Exchange Boundaries
- Area Code / LATA
- LATA Boundary On

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page: 1 of 1

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Shell Rock Telephone Exchange		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 123 West 7th Street			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Blue Earth		(7) STATE MN	(8) ZIP CODE 56013
(9) DAYTIME TELEPHONE NUMBER (include area code) (507) 526-3252		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004326880			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Shell Rock Telephone Company			
(14) STREET ADDRESS LINE NO. 1 123 West 7th Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Blue Earth		(17) STATE MN	(18) ZIP CODE 56013
(19) DAYTIME TELEPHONE NUMBER (include area code) (507) 526-3252		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004326880			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)